

BEHOLDERS

One factor above all others defines the beholder: unrelenting, all-encompassing paranoia. The mind of a beholder is a vast, multitrack tangle of plots to undermine all of its rivals, real and imagined, and plots to sabotage their plots, and plots to counter their counter-plots, and so on to a level of recursion incomprehensible to creatures adapted to a saner plane of existence.

What Makes a Good Beholder Fight? The fun of a beholder fight as a player is in gradually working out what each eye beam does, and in the terror that comes when you get hit with one that you know is one of the bad ones, having brilliantly worked out for yourself how absolutely screwed you are. To that end, I recommend describing the appearance and effect of each ray, only using the ray's name once you're sure the players have figured it out.

BEHOLDER LORE

Arcana DC 15: A defining characteristic of beholders is the magical fields they project from their central eye, which have a number of deleterious effects on those caught in their sight.

History DC 15: Beholders are, almost without exception, paranoid to the point of madness. A typical beholder spends hours each day imagining plots against them and developing counter-plots and stratagems and wild gambits.

History DC 20: While the combat behavior of beholders appears erratic and random, this is only a product of the alien nature of their minds and the wheels-within-wheels of nested plots they imagine, explained perfectly by the genius plot they imagined their assailant had thought of.

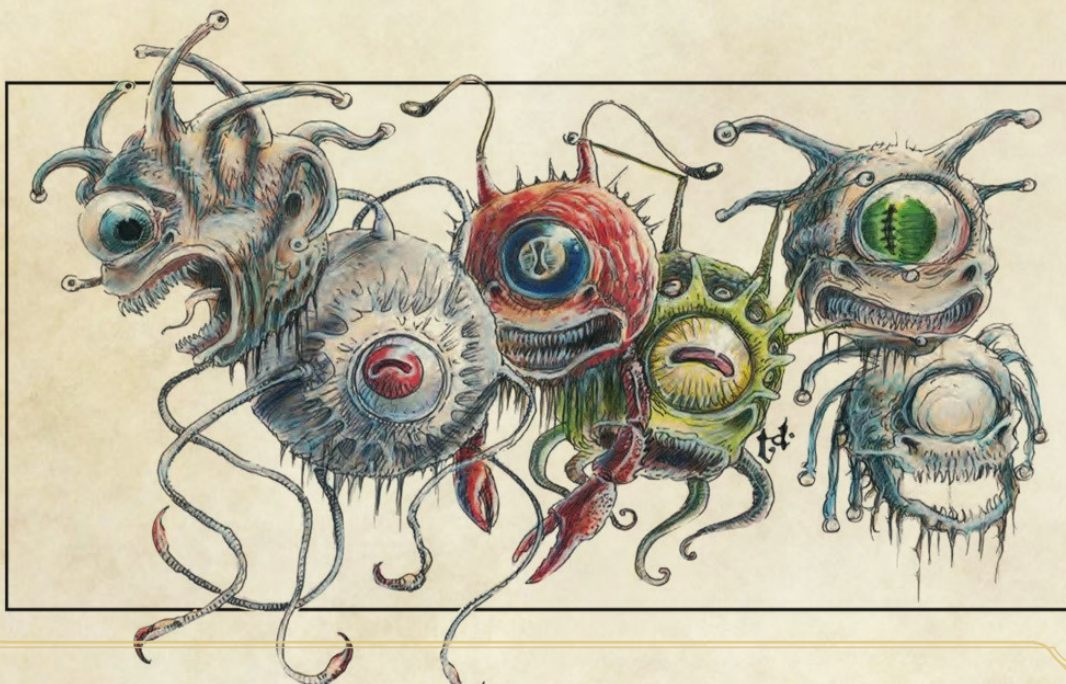
Nature DC 15: Beholders are deeply alien creatures that hail from the Far Realm, inasmuch as the terrain of that place is reducible to a location where events transpire.

Nature DC 20: The nervous system of a mature beholder is distributed throughout its body, allowing it to shunt debilitating effects into one of its eye stalks, to a limited extent.

Nature DC 25: Beholders reproduce by dreaming one another into existence, the specifics of the dream determining the characteristics of the beholder's offspring.

Religion DC 15: Beholders tepidly revere something they call The Great Mother, the deity that supposedly created them.

Religion DC 20: The Outer Entity that spawned the beholders from its shed flesh is not a god at all, and in fact in terms relatable to the material plane is only definable in negation. Any attempt to relate such a creature to mundane experience is doomed to failure.



GAZER

Tiny aberration, neutral evil

Armor Class 13 (Natural Armor)

Hit Points 13 (3d4 + 6)

Speed fly 30 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
10 (+0)	14 (+2)	16 (+3)	15 (+2)	15 (+2)	13 (+1)

Saving Throws Wisdom +2

Skills Perception +4, Intimidation +3, Stealth +5

Senses Darkvision 60 ft., Passive Perception 14

Languages None, but can poorly mimic any language it has heard.

Challenge 1/2 (100 XP)

Flighty. An incapacitated gazer subjected to the Find Familiar ritual is transformed into a familiar spirit. Its alignment changes to match that of its new master.

If a gazer made into a familiar in this way fails an Intelligence, Wisdom, or Charisma saving throw, it regains its original alignment.

Born Fink. Each beholder within a 5 mile radius hears and sees everything the gazer sees.

Actions

Eye Rays. The gazer shoots two of the following magical eye rays at random (reroll duplicates), choosing one or two targets it can see within 60 feet of it:

- **Dazing Ray.** The target must succeed on a DC 12 Wisdom saving throw or be Charmed until the end of the gazer's next turn. While Charmed, a creature's speed is halved and it has disadvantage on attack rolls.
- **Fear Ray.** The target must succeed on a DC 12 Wisdom saving throw or be Frightened until the end of the gazer's next turn.
- **Cold Ray.** The target must succeed on a DC 12 Dexterity saving throw or take 10 (3d6) cold damage.
- **Telekinetic Ray.** The target must succeed on a DC 12 Strength saving throw or be pushed 30 ft. away from the gazer.

GAZER LORE

Arcana DC 15: Gazers are diminutive, hyper-aggressive beholder-spawn that lurk in the lairs of greater beholders, babbling incoherently as they cower from their larger kin and bully any creature weak enough to push around with their telekinesis.

Arcana DC 20: A gazer subdued and subjected to the Find Familiar ritual may be transformed into a particularly efficacious familiar spirit. Through a similar mechanism, gazers can act as conduits for the awareness of nearby beholders.

Arcana DC 25: Certain beholder surgeons are capable of non-lethally disintegrating a portion of a creature's skull and brain and implanting a gazer in the cavity, granting a number of powerful abilities to the creature in exchange for somewhat diminished motor and language functions.

Nature DC 15: It is thought that gazers are spawned when a beholder dreams of shrinking or being threatened by giants.



GAZER TACTICS

Unlike other beholders, gazers are characterized by aggression, rather than paranoia. They'll try to get directly in the PCs face while babbling at full-volume like a barking dog, firing their eye rays at the nearest creatures. If it takes a hit, it flees and cowers.



SPECTATOR LORE

Arcana DC 10: Spectators are a useful sort of beholderkin distantly related to the better known sorts that can be summoned and compelled to guard locations. They have the ability to reflect weaker spells back at their casters.

Arcana DC 15: Spectators hail from Mechanus, the plane of order, where their role in the Great Machine is to hunt malfunctioning modrons and return them for reprogramming.

History DC 15: It is difficult to compel a promise from a spectator, but once obtained can be trusted implicitly due to their innately lawful nature.

Nature DC 15: When spectators die, each of their eyestalks tear free, growing into new adult spectators within a year.

Nature DC 20: As spectators approach a thousand years of age, each of their eyestalks sprouts four eyestalks of its own. From there, they age in reverse, gradually retracting their budded eyestalks. At two thousand years of age, they are said to poof out of existence.

SPECTATOR TACTICS

A spectators highest priority is protecting whatever it is guarding, and it won't be lured away from its charge. It attempts to fight nonlethally if it can. If it seems to be losing, it will flee rather than fight to the death so it can report back.

SPECTATOR GUARDIAN

Medium aberration, lawful neutral

Armor Class 14 (Natural Armor)

Hit Points 91 (14d8 + 28)

Speed fly 30 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
8 (-1)	14 (+2)	14 (+2)	13 (+1)	14 (+2)	11 (+0)

Skills Perception +6

Senses Darkvision 120 ft., Passive Perception 16

Languages Deep Speech, Undercommon, Telepathy 120 ft.

Challenge 3 (700 XP)

Honor-Bound. The spectator speaks only the truth, makes only promises that it intends to keep, and kills only in self-defense.

Budding Demise. When the spectator dies, each of its peripheral eyes tears free and levitates away as a newborn spectator (size Tiny, AC 12, 4 hit points) with only a single eye ray that acts on its parent's initiative.

Eyestalks. When the spectator is dealt a critical hit, the spectator must succeed on a DC 10 Constitution saving throw or lose the use of an eye ray of the attacker's choice that it has seen the spectator use.

Actions

Bite. Melee Weapon Attack: +1 to hit, reach 5 ft., one target. Hit: 9 (3d6 – 1) piercing damage.

Eye Rays. The spectator shoots two of the following magical eye rays, choosing up to two creatures within 90 ft. The target of each ray must succeed on a DC 13 Wisdom saving throw or suffer the ray's effects. The spectator may choose each ray no more than once.

- **Confusion Ray.** The target selects targets at random on its following turn.
- **Paralyzing Ray.** The target is Paralyzed until the end of the spectator's next turn.
- **Fear Ray.** The target is Frightened of the spectator until the end of its next turn.
- **Wounding Ray.** The target takes 22 (4d10) psychic damage.

Reactions

Spell Turning. As a reaction to succeeding on a saving throw against a spell of 5th level or lower that targets only it, the spectator avoids all effects from the spell and instead causes the spell to target the caster.

SPECTATOR VENERABLE SAGE

Medium aberration, lawful neutral

Armor Class 15 (Natural Armor)

Hit Points 135 (18d8 + 54)

Speed fly 30 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
9 (-1)	16 (+3)	17 (+3)	15 (+2)	14 (+2)	11 (+0)

Skills Perception +8

Senses Darkvision 120 ft., Passive Perception 16

Languages Deep Speech, Undercommon, Telepathy 120 ft.

Challenge 7 (2,900 XP)

Honor-Bound. The spectator speaks only the truth, makes only promises that it intends to keep, and kills only in self-defense.

Budding Demise. When the spectator dies, each of its peripheral eyes tears free and levitates away as a newborn spectator (size Tiny, AC 12, 4 hit points) with only a single eye ray that acts on its parent's initiative.

Eyestalks. When the spectator is dealt a critical hit, the spectator must succeed on a DC 10 Constitution saving throw or lose the use of an eye ray of the attacker's choice that it has seen the spectator use.

Actions

Bite. Melee Weapon Attack: +1 to hit, reach 5 ft., one target. Hit: 9 (3d6 – 1) piercing damage.

Eye Rays. The spectator shoots four of the following magical eye rays, choosing up to two creatures within 90 ft. The target of each ray must succeed on a DC 13 Wisdom saving throw or suffer the ray's effects. The spectator may choose each ray no more than twice.

- **Confusion Ray.** The target selects targets at random on its following turn.
- **Paralyzing Ray.** The target is Paralyzed until the end of the spectator's next turn.
- **Fear Ray.** The target is Frightened of the spectator until the end of its next turn.
- **Wounding Ray.** The target takes 22 (4d10) psychic damage.

Reactions

Spell Turning. As a reaction to succeeding on a saving throw against a spell that targets only it, the spectator avoids all effects from the spell and instead causes the spell to target the caster.

MINDWITNESS LORE

Arcana DC 15: Mindwitnesses act as psionic hubs, amplifying and projecting any information conveyed to them telepathically for incredible distances.

History DC 15: Areas home to a mindwitness are often found barren of other non-illithid life, as most creatures find the psionic presence of the mindwitness intolerable.

Nature DC 20: Mindwitnesses are formed when an illithid tadpole infests a beholder's mind, taming its madness in service of an Elder Brain.

Nature DC 25: The process of ceromorphosis impedes the beholder's brain function, making it innately subservient. If separated from its elder brain, the mindwitness seeks out another psionically talented creature to serve, adopting its goals and alignment.

MINDWITNESS TACTICS

The mindwitness opens with its tentacles, switching to its bite once it manages to grapple a creature. From there, it tries to drag the creature away while using its eye rays to keep the creature's allies at bay. It tries to keep as many enemies in its psychic tether cone as it can, preferentially targeting spellcasters whose concentration might be broken by it. Unless directed otherwise, the mindwitness flees after claiming a single victim.

MINDWITNESS ENCOUNTER GROUPS

A mindwitness is typically found in the company of other psionically empowered creatures, either an expedition of the illithid enclave that spawned it, or some other telepathic creatures that have adopted it.

CR 15 Encounter 5,450 XP

- 1 Githzerai Zerth (CR 6)
- 1 Mindwitness (CR 5)
- 3 Githzerai Cenobites (CR 2)

CR 19 Encounter 7,900 XP

- 1 Mind Flayer Thrall Master (CR 7)
- 1 Mindwitness (CR 5)
- 2 Intellect Devourers (CR 3)
- 4 Quaggoths (CR 2)



EYE OF THE DEEP LORE

Arcana DC 20: The eye of the deep can use its eye rays in concert to produce massive and complex illusions, which it uses both for its own entertainment and to lure, trap, and confound prey.

History DC 15: Deep sea fishermen occasionally report recovering from their nets the bloated corpses of chitinous creatures that seem to be a hybrid of beholder and lobster.

Nature DC 15: The eye of the deep can strobe bright lights from its central eye, blinding or stunning prey and predators that rely on sight in the dark depths of the ocean.

Nature DC 25: Eyes of the deep seem related only distantly, if at all, to their terrestrial beholder kin, as they reproduce through spawning, releasing clusters of eggs that are later fertilized by another eye, rather than through the ordinary method of dreaming other beholders into existence.

MINDWITNESS

Large aberration, lawful evil

Armor Class 15 (Natural Armor)

Hit Points 133 (14d10 + 56)

Speed fly 20 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
10 (+0)	14 (+2)	18 (+4)	15 (+2)	15 (+2)	17 (+3)

Saving Throws INT +5, WIS +5

Skills Perception +8

Senses Darkvision 120 ft., Passive Perception 18

Languages Deep Speech, Telepathy 600 ft.

Challenge 5 (1,800 XP)

Telepathic Hub. When the mindwitness receives a telepathic message, each other creature within 600 ft. receives the same message.

Psychic Tether Cone. The mindwitness' central eye creates an area of psychic intermingling in a 150-foot cone. Whenever the mindwitness makes an Intelligence, Wisdom, or Charisma saving throw against a magical effect, each creature in the cone must make the same saving throw against the effect. At the start of each of its turns, the mindwitness decides which way the cone faces and whether the cone is active.

Eyestalks. When the mindwitness is dealt a critical hit, the mindwitness must succeed on a DC 10 Constitution saving throw or lose the use of an eye ray of the attacker's choice that it has seen the mindwitness use.

Actions

Multiattack. The mindwitness makes three attacks, one of which may be with its bite, or uses three of its eye rays, chosen at random (reroll duplicates).

Oral Disk Bite. Melee Weapon Attack: +5 to hit, reach 5 ft., one grappled target. Hit: 16 (4d6 + 2) piercing damage.

Tentacles. Melee Weapon Attack: +5 to hit, reach 5 ft., one creature. Hit: 6 (1d8 + 2) bludgeoning damage and the target is grappled (escape DC 13). A creature grappled in this way takes 9 (2d8) psychic damage at the start of each of its turns and has its Intelligence score reduced by the same amount until the grapple ends. A creature with an Intelligence of 0 is Stunned.

Eye Rays. The mindwitness shoots one of its eye rays, choosing a target it can see within 120 ft.

- 1. **Telekinetic Ray (Opalescent White).** The target must succeed on a DC 13 Strength saving throw or be moved up to 30 ft. in any direction. An object weighing 300 lbs or less is moved 30 ft. in any direction.
- 2. **Apathy Ray (Fuzzy Grey).** The target must succeed on a DC 13 Dexterity Saving Throw. On a failed save, the target's speed is halved until the end of its next turn. In addition, the creature can't take reactions, and it can take either an action or a bonus action on its turn, not both.
- 3. **Stunning Ray (Pulsing Maroon).** The target must succeed on a DC 13 Constitution saving throw or be Stunned until the end of its next turn.
- 4. **Psychic Disruption Ray (Pale Silver).** The target must succeed on a DC 13 Intelligence saving throw or take 27 (6d8) psychic damage and lose concentration, if it was holding it.
- 5. **Paranoia Ray (Wavy Purple.)** The target must succeed on a DC 13 Wisdom saving throw or become Frightened of one of its allies until the end of its next turn. While Frightened in this way, it cannot willingly accept assistance from that ally.
- 6. **Aversion Ray (Sickly Yellow).** The target must succeed on a DC 13 Charisma saving throw or be unable to use an object it carries of the mindwitness' choice without mental anguish for the next minute. If the mindwitness chooses a weapon or spell focus, whenever the creature uses the object to cast a spell or make an attack, the creature takes 1d6 psychic damage. If the mindwitness chose a shield, whenever an attack misses the creature, the creature takes 1d6 psychic damage.

EYE OF THE DEEP

Large aberration, lawful evil

Armor Class 16 (Natural Armor)

Hit Points 152 (16d10 + 64)

Speed 10 ft., swim 20 ft., fly 20 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
16 (+3)	12 (+1)	18 (+4)	14 (+2)	15 (+2)	14 (+2)

Saving Throws CON +7, INT +5, WIS +5

Skills Perception +8

Senses Darkvision 120 ft, Passive Perception 18

Languages Aquan, Deep Speech, Telepathy 120 ft.

Challenge 7 (2,900 XP)

Stunning Strobe Cone. At the beginning of each of the eye's turns, each creature in a 30 ft. cone must succeed on a DC 15 Constitution saving throw or be Blinded until the beginning of the eye's next turn. A creature that fails this save by 5 or more is instead Stunned until the beginning of the eye's next turn.

Eyestalks. When the eye is dealt a critical hit, the eye must succeed on a DC 10 Constitution saving throw or lose the use of an eye ray of the attacker's choice that it has seen the eye use.

Magic Resistance. The eye has advantage on saving throws against spells and other magical effects.

Many Eyes (2/day). If the eye fails a saving throw against an effect that would blind it, it may choose to succeed instead. The eye takes one fewer legendary actions each turn for each time it has used this ability.

Actions

Multiattack. The eye makes two attacks with its claws.

Claw. Melee Weapon Attack: +6 to hit, reach 10 ft., one target. Hit: 16 (2d10 + 5) bludgeoning damage and the target is grappled (escape DC 14).

Crushing Bite. One creature grappled by the eye must succeed on a DC 14 Constitution saving throw or take 36 (8d8) bludgeoning damage and suffer disadvantage on attack rolls that use Strength until it completes a short or long rest.

Project Illusion. The eye creates an illusory image in a 100 ft. cube that lasts for 24 hours and may include creatures, structures, and terrain. The eye's vision is not obscured by the illusion. The illusion ends early if the eye uses a legendary action or moves more than 120 ft. away from it.

Legendary Actions

The eye can take 2 legendary actions, choosing from the options below. Only one legendary action option can be used at a time and only at the end of another creature's turn. The dragon regains spent legendary actions at the start of its turn.

Glacial Shard Ray. One creature the eye can see within 60 ft. must succeed on a DC 15 Dexterity saving throw or be take 9 (2d8) cold damage and have its speed reduced by 10 until the end of its next turn.

Paralyzing Ray. One creature the eye can see within 60 ft. must succeed on a DC 13 Wisdom saving throw or be Paralyzed until the end of the eye's next turn.

Abyssal Mirage (Costs 2 Actions). The eye fills the water around it with an illusory effect of its choice. Until the beginning of its next turn, attacks against the eye are made at disadvantage.

Shifting the Balance. Minions can be a lot to manage with a high-complexity monster like the beholder. You can tweak the difficulty of a beholder fight in two key ways without needing to alter the stat block or add more creatures:

- Make its lair more hazardous and generally unfriendly to people bound by gravity. Give it traps it can fling the PCs into, awkward geometry, high-up hidey-holes to seek cover in.
- Have it choose targets after rolling the eye rays. Part of the fun of a beholder fight is the anticipation after being targeted but before the ray is rolled, and the gambling element of occasionally getting a save you are good at. However, it can be worth giving that up in exchange for the increased challenge and more mastermind-y flavor that comes with always targeting saves your players are bad at.

GOUGER

Large aberration, neutral evil

Armor Class 14 (Natural Armor)

Hit Points 142 (15d10 + 60)

Speed 40 ft., climb 40 ft., fly 20 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
16 (+3)	17 (+3)	18 (+4)	6 (-2)	15 (+2)	11 (+0)

Saving Throws CON +7, WIS +5

Skills Perception +8

Senses Darkvision 120 ft., Passive Perception 18

Languages Common, Undercommon, Deep Speech, but usually just screams incoherently.

Challenge 7 (2,900 XP)

Eye Hunter. The gouger's melee attacks score a critical on an 17-20 against any creature with more than one eye, or on a 15-20 against any creature with more than two eyes.

Antimagic Cone. The gouger's central eye creates an area of antimagic, as in the antimagic field spell, in a 150-foot cone. At the start of each of its turns, the gouger decides which way the cone faces and whether the cone is active.

Actions

Multiattack. The gouger makes two attacks with its barbed tongue gouge, one of which it may replace with its staggering lash, if available.

Barbed Tongue Gouge. Melee Weapon Attack: +6 to hit, reach 15 ft. Hit: 17 (4d6 + 3) piercing damage. On a critical hit, the target must succeed on a DC 14 Constitution saving throw or be Blinded until the end of its next turn. A creature that fails this save by 5 or more permanently loses an eye.

Staggering Lash (Recharge 5-6). The gouger whips its tongue in a 15 ft. cone. Each creature in the area must succeed on a DC 14 Dexterity saving throw or take 10 (3d6) slashing damage and fall prone.

GOUGER LORE

Arcana DC 15: Like some other beholders, gougers project an antimagic field from their central eye. Their peripheral eyes, however, are non-magical in nature.

History DC 15: Gougers, though natural predators of other beholders, typically roam the deep places of the world, scavenging whatever prey they can find. Unlike other beholders, their intelligence seems to be rudimentary at best.

History DC 20: Gougers are thought to have been created by an ancient race from the far realm as a cruel novelty, but reportedly were intermittently deployed to depopulate beholder enclaves by those who knew the secret of their creation.

Nature DC: Gougers are a species of beholderkin adapted to hunt other beholders, though they are relatively indiscriminate in their hunting.

GOUGER TACTICS

While roaming the underdark, gougers typically hover around, but drop to the ground and run on their hands when they are made aware of threats or potential prey. Gougers open with their staggering lash, then prioritize attacking a prone creature while keeping as many foes in its antimagic cone as it can. When it downs a creature, it grapples it and attempts to drag it away, using its climb speed to reach places the party will have difficulty following and either dashing or using its staggering lash to slow pursuers on its turn.



Eye Tyrant Lore

Arcana DC 15: A simple counter to the eye tyrant's suite of abilities is the Antimagic Field spell, which can negate the effects of most of their eye rays.

Arcana DC 20: The central eye of the eye tyrant projects a field of antimagic which also disrupts its other magical eye rays. The boundaries of an antimagic field can be detected fairly simply through the use of any light-emitting magical object or enchantment.

History DC 10: It is considered common wisdom among adventurers to cluster close together when attacking a beholder, as this offers some limited protection from both the eye rays and the central cone.

History DC 15: The successful beholder-hunting adventuring group known as The Flamewardens are known for applying enchantments of Continual Flame to their cloaks, giving them the appearance of incandescent columns of flame.

History DC 20: The even more successful beholder-hunting adventuring group known as Ruck Turner's Beholder and Wasp Disposal had a closely guarded secret said to completely trivialize beholder-hunting, though none could get them to share it.

Nature DC 15: Eye tyrants, like many of their beholder kin, are extraordinarily hampered by being Blinded through either magical or mundane means.

Eye Tyrant Tactics

The eye tyrant retreats continuously from melee threats, centering its antimagic cone on whichever spell caster it believes most capable of Blinding it or allowing melee allies to fly while trying to stay far enough that the cone is too wide to escape easily. It focuses its eye rays on whichever creatures seem most capable of presenting a melee threat, or any spellcaster concentrating on a spell otherwise. When its Telekinesis Ray comes up, it uses it to fling enemies into traps it has prepared.



Director Lore

Arcana DC 15: The director's central eye deflects projectiles, both mundane and magical, and its peripheral rays produce primarily evocation-adjacent effects.

History DC 15: Unusually for beholderkin, directors are usually found in communities of other beholderkin, even when not forced to. They are typically found riding fell beasts of the underdark, though how they control them is somewhat of a mystery.

Nature DC 20: The barbed tentacles of a director contain neural spikes that short-circuit a grappled creature's nervous system, allowing it to meld minds with less willful "mounts".

Director Tactics

The director ordinarily relies heavily on its mount's attack capabilities, often riding in on bulettes, giant centipedes, purple worms or any other Large or larger denizens of the underdark with low Wisdom modifiers. As much as possible, it tries to direct aggression away from itself and toward its mount, then when its mount dies attempts to take control of the PC that presents the greatest melee threat. If it is ever without a mount and without a good prospect to acquire a new one, the director forgoes its multiattack in exchange for selecting its translocation ray to aid in escaping combat.

Eye Tyrant

Large aberration, lawful evil

Armor Class 16 (Natural Armor)

Hit Points 180 (19d10 + 76)

Speed fly 20 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
10 (+0)	14 (+2)	18 (+4)	17 (+3)	15 (+2)	17 (+3)

Saving Throws INT +6, WIS +5

Skills Perception +8

Senses Darkvision 120 ft., Passive Perception 18

Languages Deep Speech, Telepathy 120 ft.

Challenge 8 (3,900 XP)

Antimagic Cone. The eye tyrant's central eye creates an area of antimagic, as in the antimagic field spell, in a 150-foot cone. At the start of each of its turns, the eye tyrant decides which way the cone faces and whether the cone is active. The area works against the eye tyrant's own eye rays.

Eyestalks. When the eye tyrant is dealt a critical hit, the eye tyrant must succeed on a DC 10 Constitution saving throw or lose the use of an eye ray of the attacker's choice that it has seen the eye tyrant use.

Magic Resistance. The eye tyrant has advantage on saving throws against spells and other magical effects.

Many Eyes (3/day). If the eye tyrant fails a saving throw against an effect that would blind it, it may choose to succeed instead. The eye tyrant takes one fewer legendary actions each turn for each time it has used this ability.

Actions

Bite. Melee Weapon Attack: +5 to hit, reach 5 ft., one target. Hit: 14 (4d6) piercing damage.

Eye Rays. The eye tyrant shoots three of the following magical eye rays at random (reroll duplicates), choosing one to three targets it can see within 120 ft. of it:

- **1. Charm Ray.** The target must succeed on a DC 14 Wisdom saving throw or be charmed by the eye tyrant for 1 hour, or until the eye tyrant harms the creature.
- **2. Paralyzing Ray.** The target must succeed on a DC 14 Constitution saving throw or be paralyzed for 1 minute. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

- **3. Fear Ray.** The target must succeed on a DC 14 Wisdom saving throw or be frightened for 1 minute. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.
- **4. Slowing Ray.** The target must make a DC 14 Dexterity saving throw. On a failed save, the target's speed is halved for 1 minute. In addition, the creature can't take reactions, and it can take either an action or a bonus action on its turn, not both. The creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.
- **5. Enervation Ray.** The target must make a DC 14 Constitution saving throw, taking 18 (4d8) necrotic damage on a failed save, or half as much damage on a successful one.
- **6. Telekinetic Ray.** The target must succeed on a DC 14 Strength saving throw or be moved up to 30 ft. in a direction of the eye tyrant's choice. It is restrained by the ray's telekinetic grip until the start of the eye tyrant's next turn or until the eye tyrant is incapacitated.
- **7. Sleep Ray.** The target must succeed on a DC 14 Wisdom saving throw or fall asleep and remain unconscious for 1 minute. The target awakens if it takes damage or another creature takes an action to wake it. This ray has no effect on constructs and undead.
- **8. Petrification Ray.** The target must make a DC 14 Dexterity saving throw. On a failed save, the creature begins to turn to stone and is restrained. It must repeat the saving throw at the end of its next turn. On a success, the effect ends. On a failure, the creature is petrified until freed by the greater restoration spell or other magic.
- **9. Disintegration Ray.** The target must succeed on a DC 14 Dexterity saving throw or take 27 (6d8) force damage. If this damage reduces the creature to 0 hit points, its body becomes a pile of fine gray dust. If the target is a Large or smaller nonmagical object or creation of magical force, it is disintegrated without a saving throw. If the target is a Huge or larger object or creation of magical force, this ray disintegrates a 10-foot cube of it.
- **10. Death Ray.** The target must succeed on a DC 14 Dexterity saving throw or take 27 (5d10) necrotic damage. The target dies if the ray reduces it to 0 hit points.

Legendary Actions

The eye tyrant can take 3 legendary actions, choosing from the options below.

Eye Ray. The eye tyrant uses one random eye ray.

DIRECTOR

Large aberration, lawful evil

Armor Class 16 (Natural Armor)

Hit Points 178 (21d10 + 63)

Speed fly 20 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
18 (+4)	15 (+2)	17 (+3)	14 (+2)	15 (+2)	19 (+4)

Saving Throws WIS +5, CHA +4

Skills Athletics +7, Perception +8

Senses Darkvision 120 ft., Passive Perception 18

Languages Common, Undercommon, Deep Speech, Telepathy 120 ft.

Challenge 8 (3,900 XP)

Deflection Cone. The director's central eye creates an area of telekinetic deflection. A creature that makes a ranged attack that passes through the cone subtracts 1d4 from its attack roll.

Eyestalks. When the director is dealt a critical hit, the director must succeed on a DC 10 Constitution saving throw or lose the use of an eye ray of the attacker's choice that it has seen the director use.

Vermin Master. While attached to a creature, the director moves with the attached creature, and acts on the attached creature's initiative, instead of its own.

Actions

Multiattack. The director makes two melee attacks, one of which may be with its bite, or uses two of its eye rays, chosen at random (reroll duplicates).

Vicious Bite. Melee Weapon Attack: +7 to hit, reach 5 ft., one target. Hit: 18 (4d6 + 4) piercing damage.

Verminbond Barbs. Melee Weapon Attack: +7 to hit, reach 15 ft., one creature. Hit: 13 (2d8 + 4) bludgeoning damage and the director attaches itself to the target (escape DC 15). The director may attach itself to only a single creature at a time.

At the beginning of each of its turns, a creature the director is attached to must make a DC 15 Wisdom saving throw. On a failed save, a creature acts under the director's control until the beginning of its next turn.

Eye Rays. The director shoots one of its eye rays, choosing a target it can see within 120 ft.:

- **1. Searing Ray.** The target must succeed on a DC 15 Dexterity saving throw or take 21 (6d6) fire damage.
- **2. Rotting Ray.** The target must succeed on a DC 15 Constitution saving throw or take 22 (4d10) necrotic damage, plus an additional 11 (2d10) necrotic damage if it has fewer than half its hit points.
- **3. Freezing Ray.** The target must succeed on a DC 15 Constitution saving throw or take 18 (4d8) cold damage and have its speed reduced by 5 ft. until the end of its next turn.
- **4. Shocking Ray.** The target and each other creature within 5 ft. of it must succeed on a DC 15 Dexterity saving throw or take 19 (3d12) lightning damage.
- **5. Dimensional Lock Ray** The targeted creature must succeed on a DC 15 Dexterity saving throw or take 16 (3d10) force damage. Whenever the creature teleports before the end of the director's next turn, it takes an additional 16 (3d10) force damage.
- **6. Translocation Ray.** The target must succeed on a DC 15 Charisma saving throw or be teleported up to 30 ft. to an unoccupied space the director can see.

Reactions

Bleed for Your Master. As a reaction to being targeted with an attack, the director forces its mount to succeed on a DC 15 Wisdom saving throw or become the new target of the attack.

DOOMSPHERE LORE

Arcana DC 15: Unlike quasi-undead beholders such as death tyrants, doomspheres are true undead, created when the cruelty, ambition, and avarice of a beholder lash its spirit inextricably to the material world.

History DC 20: The most feared ability of the doomsphere is its capacity to possess for a short time nearly any creature that falls under its gaze, though beating the tar out of the possessed creature is usually sufficient to knock the doomsphere loose.

Nature DC 15: The central eye of the doomsphere causes the spirits of living creatures to levitate off the ground, carrying the creatures with them.

Religion DC 15: The usual methods of encouraging spirits to pass on to their final reward, such as resolving unfinished business, are typically ineffective on the ghosts of beholders. Fortunately, their spirits can be forcibly disincorporated through the simple application of blessed or magical weaponry.

DOOMSPHERE TACTICS

The doomsphere retreats continuously during combat, firing every ray it can at any Clerics or Paladins, while keeping melee threats at bay with its Levitation cone. Whenever it can use its Drifting Apparition, it does, retreating into the ground or another solid surface regardless of the force damage. If Blinded, it sinks into the ground until the effect passes, unless doing so would destroy it.



DEATH KISS LORE

Arcana DC 20: The blood of a death kiss, if transfused into a creature in sufficient quantity, allows the death kiss to control the creature through a sort of hemokinesis.

History DC 15: Death kisses are known to leave entire villages in the Underdark exsanguinated, some victims apparently having bled out entirely from apparently minor wounds.

History DC 20: The brain of death kiss, upon the creature's death, crystalizes into a valuable red gemstone known as "bloodeye" that luminesces in the presence of strong emotions.

Nature DC 20: Death kisses generate powerful electrical charges in their bodies which are discharged in a small radius when their blood is shed.

DEATH KISS TACTICS

The death kiss grabs the weariest-looking party member, or the one furthest from the rest of its allies, and attacks with its feeding tendrils, then drags the creature slowly up, swinging it just out of reach of the ground-bound party members as it uses its Thin Blood until the creature is fully drained. If the death kiss feels confident, it tries to ensnare two more of the party simultaneously, this time leaving them on the ground as it drains them. If the death kiss feels threatened, however, it uses its Corrupted Blood Infusion on the first creature drained before proceeding to the rest.

DOOMSPHERE

DOOMSPHERE

Large aberration/undead, neutral evil

Armor Class 12 (Natural Armor)

Hit Points 173 (21d10 + 63)

Speed fly 20 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
2 (-4)	14 (+2)	17 (+3)	18 (+4)	14 (+2)	18 (+4)

Saving Throws INT +8, WIS +6

Skills Perception +10

Damage Resistances Acid, Fire, Lightning, Thunder

Damage Immunities Cold, Necrotic, Poison;

Bludgeoning, Piercing, and Slashing from

Nonmagical Attacks

Condition Immunities Charmed, Exhaustion, Frightened,

Grappled, Paralyzed, Petrified, Poisoned, Prone,

Restrained

Senses Darkvision 120 ft., Passive Perception 20

Languages The languages it knew in life, Telepathy 120 ft.

Challenge 9 (5,000 XP)

Spirit Levitation Cone. The doomsphere's central eye creates an area of spirit levitation in a 150-foot cone. A creature that starts its turn in the area is wreathed in luminous vapors, and must succeed on a DC 15 Constitution saving throw or be levitated 5 ft. off the ground. At the start of each of its turns, the doomsphere decides which way the cone faces and whether the cone is active.

Ethereal Sight. The doomsphere can see 60 feet into the Ethereal Plane when it is on the Material Plane.

Incorporeal Movement. The doomsphere can move through other creatures and objects as if they were difficult terrain. It takes 5 (1d10) force damage if it ends its turn inside an object.

Spectral Weapons. The doomsphere's attacks treat all creatures as unarmored (an unarmored creature's AC is usually 10 plus its Dexterity modifier.)

Turn Resistance. The doomsphere has advantage on saving throws against any effect that turns undead.

Actions

Bite. Melee Weapon Attack: +6 to hit, reach 5 ft., one target. Hit: 24 (4d10 + 2) psychic damage and the creature must succeed on a DC 15 Charisma saving throw or age a number of years equal to the damage taken.

Eye Rays. The doomsphere shoots two of the following magical eye rays at random, choosing one target it can see within 120 ft. of it:

- **1. Etherealness Ray (Concentration).** The target must succeed on a DC 17 Charisma saving throw or be shunted into the Ethereal plane. An unwilling creature repeats this saving throw at the end of each of its turns, returning to the space it left, or the nearest unoccupied space, on a success.
- **2. Grave Chill Ray.** The target must succeed on a DC 15 Constitution saving throw or take 27 (6d8) cold damage and be unaffected by magical healing until the end of the doomsphere's next turn.
- **3. Necrotic Suffusion Ray.** The target must succeed on a DC 15 Constitution saving throw or take 33 (6d10) necrotic damage and lose one unexpended hit die, if it can. A corpse targeted with this ray rises as a Wight at the beginning of the doomsphere's next turn.
- **4. Killing Thought Ray.** The target must succeed on a DC 15 Intelligence saving throw. On a failed save, the target is Frightened for the next minute. A Frightened creature repeats this saving throw at the beginning of each of its turns, ending the effect on a success, or using its reaction to make a melee attack against itself on a failure.
- **5. Boneshatter Ray.** The target must succeed on a DC 15 Constitution saving throw or have one of its bones break. Until the target completes a long rest, it takes 10 (2d6) slashing damage whenever it moves more than half of its speed in a turn, and whenever it makes more than a single attack in a turn.
- **6. Possession Ray.** The target must make a DC 15 Charisma saving throw. On a failed save, the target is possessed by the doomsphere for the next minute. The doomsphere disappears into the creature and controls it for the duration. A possessed creature repeats this save whenever it takes damage, ending the effect on a success.

Reactions

Drifting Apparition. When the doomsphere is hit with a melee attack, it can move up to half its speed without provoking opportunity attacks.

Eternal Malice (1/Day). When the doomsphere is reduced below 87 hit points, it can use its Possession Ray.

DEATH KISS

Large aberration, neutral evil

Armor Class 16 (Natural Armor)

Hit Points 224 (24d10 + 92)

Speed fly 20 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
18 (+4)	14 (+2)	18 (+4)	10 (+0)	12 (+1)	10 (+0)

Saving Throws CON 8, WIS +5

Skills Perception +5

Damage Immunities Lightning

Condition Immunities Prone

Senses Darkvision 120 ft., Passive Perception 15

Languages Deep Speech, Telepathy 120 ft.

Challenge 10 (5,900 XP)

Hemmoraging Cone. The death kiss's eye creates a field that draws out a creature's blood through its wounds, in a 150-foot cone. At the start of each of its turns, the death kiss decides which way the cone faces. Each creature that does not have all of its hit points that starts its turn in the area loses 5 (2d4) hit points and makes death saving throws at disadvantage.

Lightning Blood. Whenever the death kiss takes piercing or slashing damage, each other creature within 5 ft. takes 5 (1d10) lightning damage. A creature that takes this damage while wearing metal armor can't take reactions until the start of its next turn.

Tendrils. When the death kiss is dealt a critical hit, the death kiss must succeed on a DC 10 Constitution saving throw or make one fewer attack with its multiattack until it completes a long rest.

Magic Resistance. The death kiss has advantage on saving throws against spells and other magical effects.

Actions

Multiattack. The Death Kiss makes six attacks with its feeding tendrils. If more than one of them target a single creature, attacks beyond the first are made at advantage.

Feeding Tendril. Melee Weapon Attack: +8 to hit, reach 20 ft., one target. Hit: 11 (2d6 + 4) piercing damage, and the target is grappled (escape DC 16). The death kiss has ten tendrils, each of which may grapple a single creature. A creature grappled by two or more tendrils is restrained.

Thin Blood. Each creature grappled by the deathkiss must succeed on a DC 16 Constitution saving throw or one lose one unexpended hit die for each tendril grappling it, or half as many on a success, and the death kiss gains 10 temporary hit points for each hit die expended in this way. A creature that cannot instead drops to 0 hit points.

Corrupted Blood Infusion. One creature with zero unexpended hit die grappled by the death kiss must make a DC 16 Constitution saving throw. On a failed save, the creature gains 55 (10d10) temporary hit points. While it has these temporary hit points, a creature has immunity to lightning damage, remains conscious even if at 0 hit points, and acts under the death kiss' control. A creature that succeeds on this save instead takes 27 (5d10) lightning damage.

Reactions

Blood Rejection. As a reaction to being forced to make a saving throw against a spell or magical effect, the death kiss changes the effect's target to a creature it is grappling. If it does, the death kiss releases the creature from each tendril grappling it, and the creature gains 11 (2d10) temporary hit points.



DEATH TYRANT LORE

Arcana DC 10: The central eye of a death tyrant neutralizes any healing received by those under its gaze, and imbues those that die in its sight with undeath.

Arcana DC 15: A beholder dreaming of death may awake to find its flesh sloughing off, leaving only its naked skull behind.

Arcana DC 20: Alternately, a beholder may dream of another beholder it has killed returning to life to torment it, in which case the death tyrant springs into existence fully formed, with whatever memories and intentions its creator imagined it having. Some elder orbs reportedly can provoke such nightmares in themselves intentionally, thus creating death tyrant thralls.

History DC 15: Death tyrants are known to marshal vast armies of undead, far beyond the few hundred that the greatest humanoid necromancers can keep enthralled.

Nature DC 15: One of the death tyrant's eyes binds a target in chains of shadow, which greatly weaken when exposed to bright light.

DEATH TYRANT TACTICS

The death tyrant tries to keep its most injured foes centered in its negative energy cone. After being reduced below half HP, it switches from using random rays with its legendary actions to targeting its most injured enemy with its Death Ray each turn, provided it hasn't lost any legendary actions to its Many Eyes ability.

OVERSEER LORE

Arcana DC 15: Overseers are renowned for their ability to disrupt and even destroy magical items. For this reason above all else, most archmages try to avoid any sort of direct conflict with beholder hives.

History DC 20: Overseers are rarely found in isolation, typically serving as envoys and enforcers of a hive mother. Like a hive mother, they seem to have a way of reconciling the differences between beholders, a feat once considered blessedly impossible.

Nature DC 20: Overseers are covered in a fascinating symbiotic fungus that appears to feed off the transdimensional radiation overseers absorb while in the Far Realm, granting them a great deal of resilience, though the fungus contracts and retreat when exposed to fire.

OVERSEER TACTICS

Overseers typically open by teleporting into range of as many enemies as possible, then trying lash as many of them as it can close enough to trigger attacks of opportunity from its bite, the goal being to keep them clustered for Epidemic of Despair or Arc Lightning. From there, it uses random eye rays, preferentially targeting any creature that demonstrates an ability to do fire damage.



DEATH TYRANT

Large aberration/undead, lawful evil

Armor Class 19 (Natural Armor)

Hit Points 253 (22d10 + 132)

Speed fly 20 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
10 (+0)	14 (+2)	22 (+6)	19 (+4)	15 (+2)	19 (+4)

Saving Throws STR +5, INT +9, WIS +7, CHA +9

Skills Perception +12

Damage Immunities Poison

Condition Immunities Charmed, Exhaustion, Paralyzed, Petrified, Poisoned, Prone

Senses Darkvision 120 ft., Passive Perception 22

Languages Deep Speech, Undercommon, Telepathy 120 ft.

Challenge 14 (11,500 XP)

Negative Energy Cone. The death tyrant's central eye emits an invisible, magical 150-foot cone of negative energy. At the start of each of its turns, the tyrant decides which way the cone faces and whether the cone is active.

Creatures in the area can't regain hit points. Any humanoid creature that dies in the area rises at the start of its next turn as a [Zombie Rotter](#) under the tyrant's command.

Magic Resistance. The death tyrant has advantage on saving throws against spells and other magical effects.

Many Eyes (3/day). If the death tyrant fails a saving throw against an effect that would blind or incapacitate it, it may choose to succeed instead. The death tyrant takes one fewer legendary action each turn for each time it has used this ability.

Actions

Bite. Melee Weapon Attack: +5 to hit, reach 5 ft., one target. Hit: 14 (4d6) piercing damage.

Eye Rays. The death tyrant shoots three of the following magical eye rays at random (reroll duplicates), choosing one to three targets it can see within 120 ft. of it:

1. Decay Ray (Luminescent Green). The target must succeed on a DC 17 Dexterity saving throw or have its maximum hit points reduced to its current hit points until it completes a long rest.

2. Compulsion Ray (Wispy Red). The target must succeed on a DC 17 Wisdom saving throw or take 33 (6d10) psychic damage and be unable to voluntarily leave the death tyrant's eye cone until the end of its next turn.

3. Terror Ray (Wavy Purple.) The target must succeed on a DC 17 Wisdom saving throw or become Frightened for the next minute. The creature repeats this save at end of each of its turns, ending the effect on a success or taking 22 (4d10) psychic damage on a failure.

4. Dispel Ray (Pale Silver). The death tyrant ends one spell affecting the target.

5. Seizure Ray (Mottled Green). The target must succeed on a DC 17 Constitution saving throw or be Poisoned for the next minute. While Poisoned in this way, whenever the creature casts a spell it is Stunned until the beginning of its next turn. A Poisoned creature repeats this saving throw at the end of each of its turns, ending the effect on a success.

6. Blood Ray (Sludgy Crimson). The target must succeed on a DC 17 Constitution saving throw or become susceptible to bleeding for the next minute. Whenever the afflicted character takes damage, it begins bleeding, losing 10 hit points at the start of each of its turns. The creature stops bleeding when magically healed, or with a successful DC 17 Wisdom (Medicine) check, but retains its susceptibility. This can be applied to the same creature multiple times, with its effects applied cumulatively.

7. Etherealness Ray (Diaphanous White). The targeted creature must succeed on a DC 17 Dexterity saving throw. On a failed save, the target is shunted partially into the ethereal plane, gaining a 30 ft. fly speed and dealing half as much damage with attacks that use Strength for the next minute, or until the death tyrant uses this ability again.

8. Enchaining Ray (Gleaming Blue-Grey). The targeted creature must succeed on a DC 17 Strength saving throw or be restrained (escape DC 16) as chains of seething shadow envelop its body. A creature in bright light may attempt to escape as a bonus action.

9. Doom Ray (Shivering Maroon). The target must succeed on a DC 17 Charisma saving throw or be cursed. While cursed, the creature acquires a Doom counter each time it takes necrotic damage. If the creature drops to 0 hit points while cursed, it immediately fails one Death Save for each Doom counter it has.

10. Death Ray (Streaky Black). The targeted creature must succeed on a DC 17 Dexterity saving throw or take 44 (8d10) necrotic damage. The target dies if the ray reduces it to 0 hit points.

Legendary Actions

The death tyrant can take 3 legendary actions, choosing from the options below.

Eye Ray. The death tyrant uses one random eye ray.

Death Ray (Costs 3 actions). The death tyrant uses its Death Ray.

OVERSEER

OVERSEER

Huge aberration, lawful evil

Armor Class 19 (Fungal Armor)

Hit Points 180 (19d10 + 76)

Speed 20 ft.

STR	DEX	CON	INT	WIS	CHA
21 (+5)	14 (+2)	19 (+4)	22 (+6)	16 (+3)	16 (+3)

Saving Throws STR +10, CON +9, INT +11, WIS +8

Skills Perception +13

Damage Resistances Bludgeoning, Slashing

Senses Darkvision 120 ft., Passive Perception 23

Languages Common, Undercommon, Deep Speech,

Telepathy 1 mile

Challenge 15 (13,000 XP)

Fungal Armor. If the overseer takes any fire damage, it loses its damage resistances and has its AC reduced to 16 until the beginning of its next turn.

Magic Resistance. The overseer has advantage on saving throws against spells and other magical effects.

Beholderkin Dominator. A beholderkin of CR 8 or lower that starts its turn within 1 mile of the overseer must succeed on a DC 19 Wisdom saving throw or be magically Charmed by the overseer and placed under its control. The overseer hears and sees anything that a beholderkin under its control does.

Actions

Multiattack. The overseer makes three melee attacks and chooses one of its eye rays, or uses two of its eye rays, chosen at random (reroll duplicates).

Gnashing Bite. Melee Weapon Attack: +10 to hit, reach 5 ft., one target. Hit: 22 (5d6 + 5) piercing damage.

Tentacle Lash. Melee Weapon Attack: +10 to hit, reach 15 ft., one target. Hit: 18 (3d8 + 5) bludgeoning damage and the creature must succeed on a DC 18 Strength saving throw or be pulled up to 10 ft. toward the overseer and knocked prone.

Eye Rays. The overseer chooses one of the following effects, targeting a creature or object it can see within 120 ft. of it:

- **1. Disjunction Ray.** The target must succeed on a DC 19 Dexterity saving throw or have each spell affecting it end, and have each of its non-artifact magical items become nonmagical and inert for the next minute.
- **2. Arc Lightning Ray.** The target must make a DC 19 Dexterity saving throw. On a failed save, the creature takes 45 (10d8) lightning damage and the overseer uses this ability again, targeting a new creature within 10 ft. of the previous one. The overseer may not target a single creature more than once in a turn with this ability.
- **3. Polar Frost Ray.** The target must succeed on a DC 19 Constitution saving throw or take 52 (8d12) cold damage and have its movement speed reduced by half.
- **4. Epidemic of Despair Ray.** The target must succeed on a DC 19 Charisma saving throw or be afflicted with crushing despair. For the next minute the target and each of its allies within 20 ft. of it subtract 1d4 from the result rolled for attacks and saving throws.
- **5. Teleportation Ray.** The target teleports up to 60 ft. to a location the overseer can see. An unwilling target makes a DC 19 Charisma saving throw, resisting the effect on a success.
- **6. Temporal Stasis Ray.** The target must succeed on a DC 19 Charisma saving throw or be frozen in time. Until the end of the overseer's next turn, the creature is incapacitated and immune to all damage and conditions.
- **7. Death Ray.** The target must succeed on a DC 19 Dexterity saving throw or take 44 (8d10) necrotic damage. The target dies if the ray reduces it to 0 hit points.
- **8. Disintegration Ray.** The target must succeed on a DC 19 Dexterity saving throw or take 36 (8d8) force damage. If this damage reduces a creature to 0 hit points, its body becomes a pile of fine gray dust.

ELDER ORB LORE

Arcana DC 15: Elder orbs are known to be capable of creating and controlling Death Tyrants and other lesser undead.

Arcana DC 20: The elder orb has the power to create shadowy duplicates of its foes, which retain all of the creature's intellect and abilities, but are dispatched relatively easily. This ability is incredibly dangerous if left unchecked.

History DC 15: Elder orbs, despite the name, are not universally older than other beholders. Rather, they are just a subset of beholder that do not appear to suffer the effects of aging, and are thus capable of living extremely long lives.

Nature DC 15: The central eye cone of the elder orb is known to distort space, allowing the beholder to redirect attacks that pass through it.

Nature DC 20: Elder orbs are capable of using their distortion cone as a prism, scattering the rest of their eye rays in all directions. This often reveals the contours of distorting effect, allowing an observer to account for it, at least until the cone shifts.

ELDER ORB TACTICS

Elder orbs use their ray burst each turn unless its enemies are making a great many ranged attacks. It keeps its spacial distortion cone centered on whichever enemies are making the greatest effort to maintain distance from it, circling enemies with its movement to get them in each other's way. It preferentially targets melee threats with its eye rays, but directs all of its focus on destroying a single PC if that PC demonstrates the ability to cast Blindness.



HIVE MOTHER LORE

Arcana DC 15: The central eye of a hive mother extends the distorted reality of the hive mother's dreams into the material plane, increasing the power of its abilities to a frightening degree.

Arcana DC 20: The hive mother can induce magical mutations in those it abducts into its dreams, able to make them thralls in her service given time. This process can be disrupted by simply cutting or burning away the affected tissues.

History DC 15: Hive mothers are enormous beholders, able to keep hundreds or thousands of lesser beholders under their sway.

Nature DC 15: Despite the name, "hive mothers", like all beholders, are genderless and asexual, and have no particular tendency to reproduce more frequently than other beholders.

HIVE MOTHER TACTICS.

The hive mother tries to keep as many minions as it can between it and any enemies, using its telekinetic shove or taking attacks of opportunity to do so if neccessary. It uses its bite only on an unconscious creature or weak-looking spellcaster, otherwise preferring to use as many eye rays as possible.



ELDER ORB

Huge aberration, lawful evil

Armor Class 18 (Natural Armor)

Hit Points 345 (30d10 + 180)

Speed fly 20 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
15 (+2)	13 (+1)	22 (+6)	21 (+5)	15 (+2)	17 (+3)

Saving Throws DEX +7, INT +11, WIS +8, CHA +9

Skills Perception +14

Condition Immunities Poisoned

Senses Darkvision 120 ft., Passive Perception 24

Languages Deep Speech, Telepathy 120 ft.

Challenge 19 (22,000 XP)

Spacial Distortion Cone. The elder orb's central eye creates an area of spacial distortion in a 150 ft. cone. A creature attempting a ranged attack that passes through the cone must succeed on a DC 19 Wisdom saving throw or have its attack immediately redirected to another target of the elder orb's choice that shifts its trajectory no more than 90 degrees. Melee attacks made from within the cone have disadvantage.

Eyestalks. When the elder orb is dealt a critical hit, the elder orb must succeed on a DC 10 Constitution saving throw or lose the use of an eye ray of the attacker's choice that it has seen the elder orb use.

Magic Resistance. The elder orb has advantage on saving throws against spells and other magical effects.

Many Eyes (4/day). If the elder orb fails a saving throw against an effect that would Blind or incapacitate it, it may choose to succeed instead. The elder orb takes one fewer legendary actions each turn for each time it has used this ability.

Actions

Eye Rays. The elder orb shoots three of the following magical eye rays at random (reroll duplicates), choosing one to three targets it can see within 120 ft. of it:

1. Gravity Shift Ray (Opalescent White). The target must succeed on a DC 19 Dexterity saving throw or fall 100 ft. in a direction of the elder orb's choice as gravity shifts for it until the end of the elder orb's next turn.

2. Psychic Blast Ray (Swirling Red). The target must succeed on a DC 19 Intelligence saving throw or take 33 (6d10) psychic damage and have its Intelligence score reduced by 1d6 until it completes a Short or Long Rest, or take half as much damage on a success. A creature is Stunned if reduced to 0 Intelligence until it regains at least one point of Intelligence.

3. Mind Killer Ray (Wavy Purple.) The target must succeed on a DC 19 Wisdom saving throw or become Frightened for the next minute, or until the elder orb uses this ability again. The creature repeats this save at end of each of its turns, ending the effect on a success or taking 27 (5d10) psychic damage on a failure.

4. Dispel Ray (Pale Silver). The elder orb ends one spell affecting the target.

5. Melt Flesh Ray (Mottled Green). The target must succeed on a DC 19 Constitution saving throw or have its current and maximum hit points reduced by 22 (4d10) and its flesh begin to melt, giving it disadvantage on Charisma-based skill checks until cured by a Greater Restoration or similar magic.

6. Blood Ray (Sludgy Crimson). The target must succeed on a DC 19 Constitution saving throw or become susceptible to bleeding for the next minute. Whenever the afflicted character takes damage, they begin bleeding, losing 10 hit points at the start of each of their turns. The creature stops bleeding when magically healed, or with a successful DC 19 Wisdom (Medicine) check, but retain their susceptibility. This can be applied to the same creature multiple times, with its effects applied cumulatively.

7. Slowing Ray (Sickly Yellow). The target must make a DC 19 Dexterity saving throw. On a failed save, the target's speed is halved for 1 minute. In addition, the creature can't take reactions, and it can take either an action or a bonus action on its turn, not both. The creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

8. Entomb Ray (Jagged Blue). The target must succeed on a DC 19 Strength saving throw or be restrained as the floor beneath it begins to churn and grasping stony hands reach out to drag it down. A creature that fails this saving throw repeats it at the end of its next turn, freeing itself and ending the effect on a success. On a second failure, the creature is buried alive. A buried creature is freed when it or another creature succeeds on a DC 19 Strength (Athletics) check to drag it out as an action.

9. Betrayal Ray (Blotchy Gray). The target must make a DC 19 Charisma saving throw. On a failed save, a shadowy simulacra of the target is created in an unoccupied space adjacent to it. The simulacra acts on the target's initiative directly after it and has the same statistics and abilities as the target, except that it has 15 maximum hit points. If a character's shadow simulacra reduces it to zero hit points with a melee attack, it gains control of the creature's body.

10. Death Ray (Streaky Black). The target must succeed on a DC 19 Dexterity saving throw or take 55 (10d10) necrotic damage. The target dies if the ray reduces it to 0 hit points.

Legendary Actions

The elder orb can take 4 legendary actions, choosing from the options below.

Eye Ray. The elder orb uses one random eye ray.

Ray Burst (Costs 3 actions). The elder orb focuses all of its eye rays into its distortion cone, scattering them all at random. Each other creature within 120 ft. is targeted with a random eye ray (rerolling duplicates), but with the save DC reduced to 14. Until the beginning of the elder orb's next turn, creatures have advantage on the Wisdom saving throw imposed by the beholder's distortion cone.

HIVE MOTHER

Huge aberration, lawful evil

Armor Class 20 (Natural Armor)

Hit Points 525 (30d20 + 210)

Speed fly 30 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
23 (+6)	11 (+0)	25 (+7)	22 (+6)	19 (+4)	21 (+5)

Saving Throws DEX +7, INT +13, WIS +11, CHA +12

Skills Perception +18

Condition Immunities Charmed, Frightened, Poisoned

Senses Darkvision 120 ft., Passive Perception 28

Languages Common, Deep Speech, Undercommon, Telepathy 120 ft.

Challenge 23 (50,000 XP)

Waking Dream Cone. The hive mother's central eye creates an area of dreamlike unreality in a 150 ft. cone. A creature that starts its turn in the cone gains a 20 ft. fly speed and subtracts 1d4 from Dexterity and Wisdom saving throws it makes before the beginning of its next turn.

Eyestalks. When the hive mother is dealt a critical hit, the hive mother must succeed on a DC 10 Constitution saving throw or lose the use of an eye ray of the attacker's choice that it has seen the hive mother use.

Beholderkin Sovereign. A beholderkin of CR 20 or lower that starts its turn within 5 miles of the hive mother must succeed on a DC 21 Wisdom saving throw or be magically Charmed by the hive mother and placed under its control. The hive mother hears and sees anything that a beholderkin under its control does.

At the beginning of each of its turns, each creature under the hive mother's control loses any legendary actions it has, and the hive mother gains an equal number of legendary actions.

Magic Resistance. The hive mother has advantage on saving throws against spells and other magical effects.

Distributed Nervous System (4/day). If the hive mother fails a saving throw, it may choose to succeed instead. The hive mother takes one fewer legendary actions each turn for each time it has used this ability.

Actions

Bite. Melee Weapon Attack: +13 to hit, reach 5 ft., one target. Hit: 39 (6d10 + 6) piercing damage. If the target is a Large or smaller creature, it must succeed on a DC 21 Dexterity saving throw or be swallowed and restrained (escape DC 21) inside the hive mother. A swallowed creature takes 21 (6d6) acid damage at the start of each of the hive mother's turns, and its attacks bypass the hive mother's damage resistances.

Eye Rays. The hive mother shoots one of the following magical eye rays, choosing one target it can see within 120 ft. of it:

- **1. Disjunction Ray.** The target must succeed on a DC 21 Dexterity saving throw or have each spell affecting it end, and have each of its non-artifact magical items become nonmagical and inert for the next minute.
- **2. Sprouting Gift Ray.** The target must succeed on a DC 21 Charisma saving throw or sprout an eyestalk from an exposed point on its body. While a creature has an eyestalk on its body, it has disadvantage on attacks against the hive mother, and the hive mother can see everything it sees. The eyestalk can be destroyed (AC 20, 10 HP), but any damage dealt to the eyestalk is also dealt to the creature it is growing from.
- **3. Searing Slice Ray.** The target must succeed on a DC 21 Dexterity saving throw or take 88 (16d10) radiant damage. A creature that fails this save by 5 or more loses a limb (target's choice).
- **4. Death Ray.** The target must succeed on a DC 21 Dexterity saving throw or take 66 (12d10) necrotic damage. The target dies if the ray reduces it to 0 hit points.
- **5. Disintegration Ray.** The target must succeed on a DC 21 Dexterity saving throw or take 54 (12d8) force damage. If this damage reduces a creature to 0 hit points, its body becomes a pile of fine gray dust.
- **6. Far Sojourn Ray (Concentration).** The target must succeed on a DC 21 Charisma saving throw or be banished to the far realm for the next minute. While there, a creature is incapacitated and repeats this saving throw at the end of each of its turns, ending the effect on a success or taking 26 (4d12) slashing plus 26 (4d12) psychic damage on a failure. A creature that dies in the far realm returns with its body horrifically warped and distorted.

Legendary Actions

The hive mother can take 4 legendary actions, choosing from the options below.

Eldritch Influence. One creature affected by the hive mother's sprouting gift ray must succeed on a DC 21 Wisdom saving throw or act under the hive mother's control until the end of its following turn, or until the eye is destroyed.

Telekinetic Shove. One creature the hive mother can see within 60 ft. must succeed on a DC 21 Strength saving throw or be pushed up to 30 ft. in a direction of the hive mother's choice.

Eye Ray (Costs 2 Actions). The hive mother uses one random eye ray.

Regenerate (Costs 3 Actions). The hive mother regains 100 hit points. If it is missing one or more of its eyestalks, it regrows one of its choice.

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